

**EXHIBIT A.**

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

1177 AVENUE OF THE AMERICAS  
 NEW YORK, NY 10036  
 PHONE 212.715.9100  
 FAX 212.715.8000

July 29, 2011

W.R. GRACE &amp; CO. EQUITY COMMITTEE

When remitting,  
 please reference:  
 Invoice Number: 572952  
 056772

**CLIENT SUMMARY - 056772 - W.R. GRACE & CO. EQUITY COMMITTEE****056772-00001/CASE ADMINISTRATION**

FEES.....	\$499.00
DISBURSEMENTS .....	<u>422.15</u>
MATTER TOTAL.....	\$921.15

**056772-00002/CREDITOR COMMITTEE**

FEES.....	\$393.00
DISBURSEMENTS .....	<u>0.00</u>
MATTER TOTAL.....	\$393.00

**056772-00005/BANKR. MOTIONS**

FEES.....	\$1,310.00
DISBURSEMENTS .....	<u>0.00</u>
MATTER TOTAL.....	\$1,310.00

**056772-00007/REORGANIZATION PLAN**

FEES.....	\$9,421.00
DISBURSEMENTS .....	<u>518.70</u>
MATTER TOTAL.....	\$9,939.70

Amounts due may be remitted by wire transfer.

To: Citibank, N.A.  
 Citicorp Center 153 E. 53rd Street NY, N.Y. 10043  
 ABA #021000089  
 Account: Kramer Levin Naftalis & Frankel LLP Money Market A/C 9992122019  
 By Order of: Invoice No. 572952  
 Citibank Contact: Gaetano Mauceli (212) 559-0165

TIME AND DISBURSEMENT AMOUNTS POSTED AFTER THE BILLING PERIOD SHOWN  
 ON THIS INVOICE WILL APPEAR ON A SUBSEQUENT INVOICE.

DUE AND PAYABLE UPON RECEIPT. THE LEGAL RATE OF INTEREST WILL BE  
 CHARGED FOR BALANCES OUTSTANDING OVER 30 DAYS.  
 TAX ID# 13-1944339

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**056772-00008/FEE APPLICATIONS, APPLICANT**

FEES.....	\$131.00
DISBURSEMENTS .....	<u>0.00</u>
MATTER TOTAL.....	\$131.00

**056772-00019/HEARINGS**

FEES.....	\$8,217.00
DISBURSEMENTS .....	<u>0.00</u>
MATTER TOTAL.....	\$8,217.00

**056772-00028/TRAVEL/NON-WORKING**

FEES.....	\$1,494.00
DISBURSEMENTS .....	<u>0.00</u>
MATTER TOTAL.....	\$1,494.00

CLIENT GRAND TOTAL.....	<u>\$22,405.85</u>
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W.R. GRACE & CO. EQUITY COMMITTEE  
056772-00001July 29, 2011  
Invoice No. 572952**CASE ADMINISTRATION****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
06/06/11	BLABEY, DAVID E	Review confidentiality agreement regarding potential acquisition.	0.30	196.50
06/23/11	SHAIN, ALIYA	Email correspondence with D. Blabey re updating binders for confirmation order appeal (.2); coordinate with copy center re same (.5); call U.S. District Court of Delaware to set up court call for D. Blabey (.4)	1.10	302.50
<b>TOTAL HOURS AND FEES</b>			<b><u>1.40</u></b>	<b><u>\$499.00</u></b>

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
TELECOPIER	14.00
LONG-DISTANCE TEL.	71.96
WESTLAW ON-LINE RESEARCH	138.35
MEALS/T & E	20.24
DOCUMENT RETRIEVAL FEES	177.60
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$422.15</u></b>

<b>TOTAL FOR THIS MATTER</b>	<b><u>\$921.15</u></b>
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**CREDITOR COMMITTEE****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
06/07/11	BLABEY, DAVID E	Call with equity holder regarding confirmation appeal.	0.10	65.50
06/15/11	BLABEY, DAVID E	Call with equity holder regarding district court appeal.	0.10	65.50
06/22/11	BLABEY, DAVID E	Review plan to address implementation question from equity holder.	<u>0.40</u>	<u>262.00</u>
<b>TOTAL HOURS AND FEES</b>			<u><b>0.60</b></u>	<u><b>\$393.00</b></u>
<b>TOTAL FOR THIS MATTER</b>			<u><b>\$393.00</b></u>	

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**BANKR. MOTIONS****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
06/10/11	BLABEY, DAVID E	Call with Debtors regarding potential transaction.	0.60	393.00
06/16/11	BLABEY, DAVID E	Call with Debtors and Committees regarding proposed transaction.	1.00	655.00
06/22/11	BLABEY, DAVID E	Review motion regarding proposed transaction.	<u>0.40</u>	<u>262.00</u>
<b>TOTAL HOURS AND FEES</b>			<b><u>2.00</u></b>	<b><u>\$1,310.00</u></b>
<b>TOTAL FOR THIS MATTER</b>				<b><u>\$1,310.00</u></b>

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W.R. GRACE & CO. EQUITY COMMITTEE  
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Invoice No. 572952**REORGANIZATION PLAN****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
06/02/11	BENTLEY, PHILIP	Trade emails re current developments	0.10	83.00
06/10/11	BENTLEY, PHILIP	Discs David Blabey re confirmation appeal	0.10	83.00
06/13/11	BENTLEY, PHILIP	Discs David Blabey and trade emails re confirmation appeal/oral argument	0.20	166.00
06/14/11	BENTLEY, PHILIP	Discs David Blabey and trade emails re confirmation appeal	0.20	166.00
06/14/11	BLABEY, DAVID E	Review proposed joint submission of exhibits for District Court hearing.	0.20	131.00
06/15/11	BENTLEY, PHILIP	Trade emails re confirmation appeal	0.40	332.00
06/15/11	BLABEY, DAVID E	Review Bank Lenders reply (.9) and email re same to Debtors counsel (.1).	1.00	655.00
06/16/11	BENTLEY, PHILIP	Review and comment on debtors' draft brief opposing leave to file reply, and trade emails re same	0.20	166.00
06/16/11	BLABEY, DAVID E	Review draft objection to Bank Lenders' motion to file a reply brief (.1) and exchange emails with P. Bentley re same (.1).	0.20	131.00
06/17/11	BENTLEY, PHILIP	Review banks' reply brief (.4); discs John Donley and David Blabey re same and re oral argument prep (.4)	0.80	664.00
06/17/11	BLABEY, DAVID E	Call with P. Bentley and J. Donley to discuss oral argument prep.	0.40	262.00
06/20/11	BLABEY, DAVID E	Review bank lenders reply appellate brief and outline issues re same.	4.00	2,620.00
06/21/11	BLABEY, DAVID E	Review supplemental authority submitted by bank lenders with respect to appeal.	0.30	196.50
06/22/11	BENTLEY, PHILIP	Trade emails re confirmation appeal	0.10	83.00
06/23/11	BENTLEY, PHILIP	Discs David Blabey, review his outline and trade emails re next week's District Court argument	0.70	581.00
06/26/11	BENTLEY, PHILIP	Notes re points for oral argument	0.40	332.00
06/27/11	BENTLEY, PHILIP	Prep for tomorrow's hearing (0.6), and discs John Donley and David Blabey re same (0.4)	1.00	830.00
06/27/11	BLABEY, DAVID E	Call with debtors' counsel regarding appellate hearing.	0.30	196.50

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<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
06/28/11	BENTLEY, PHILIP	Additional review of confirmation appeal briefs	0.60	498.00
06/29/11	BENTLEY, PHILIP	Notes for District Court oral argument (0.5); TCs David Blabey and voicemail (0.4), and trade emails with M. Shelnitz (0.3), re today's hearing	1.20	996.00
06/30/11	BENTLEY, PHILIP	Discs David Blabey and trade emails re this week's hearing	0.30	249.00
<b>TOTAL HOURS AND FEES</b>			<b><u>12.70</u></b>	<b><u>\$9,421.00</u></b>

**SUMMARY OF DISBURSEMENTS AND OTHER CHARGES**

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CAB FARES	45.00
OUT-OF-TOWN TRAVEL	444.70
MEALS/T & E	<u>29.00</u>
<b>TOTAL DISBURSEMENTS AND OTHER CHARGES</b>	<b><u>\$518.70</u></b>

<b>TOTAL FOR THIS MATTER</b>	<b><u>\$9,939.70</u></b>
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**FEE APPLICATIONS, APPLICANT**

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
06/06/11	BLABEY, DAVID E	Edit bill for fee application.	<u>0.20</u>	<u>131.00</u>
<b>TOTAL HOURS AND FEES</b>			<b><u>0.20</u></b>	<b><u>\$131.00</u></b>
<b>TOTAL FOR THIS MATTER</b>				<b><u>\$131.00</u></b>

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**HEARINGS**

**DETAIL OF SERVICES**

<b><u>DATE</u></b>	<b><u>TIMEKEEPER</u></b>	<b><u>DESCRIPTION</u></b>	<b><u>HOURS</u></b>	<b><u>AMOUNT</u></b>
06/28/11	BENTLEY, PHILIP	Attend District Court hearing	5.40	4,482.00
06/29/11	BENTLEY, PHILIP	Attend District Court hearing	4.50	3,735.00
<b>TOTAL HOURS AND FEES</b>			<b><u>9.90</u></b>	<b><u>\$8,217.00</u></b>
<b>TOTAL FOR THIS MATTER</b>				<b><u>\$8,217.00</u></b>

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**TRAVEL\NON-WORKING****DETAIL OF SERVICES**

<u>DATE</u>	<u>TIMEKEEPER</u>	<u>DESCRIPTION</u>	<u>HOURS</u>	<u>AMOUNT</u>
06/28/11	BENTLEY, PHILIP	Travel to Philadelphia for hearing (1.6) and travel from court to hotel (0.5)	2.10	871.50
06/29/11	BENTLEY, PHILIP	Travel to District Court (0.3); return to NYC (1.2)	1.50	622.50
<b>TOTAL HOURS AND FEES</b>			<b><u>3.60</u></b>	<b><u>\$1,494.00</u></b>
<b>TOTAL FOR THIS MATTER</b>				<b><u>\$1,494.00</u></b>